

Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of THE GEO GROUP, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is M75246.



CR2EO22 (2-03)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Second day of June, 2004

Glenda E. Hood

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ARTICLES OF INCORPORATION
OF
WACKENHUT CORRECTIONS CORPORATION

The undersigned persons do hereby associate themselves together for the purpose of becoming a corporation of and under the laws of the State of Florida, by and under the provisions of the statutes of said State regulating the formation of corporations for profit.

ARTICLE I.

The name of this Corporation shall be: WACKENHUT CORRECTIONS CORPORATION.

ARTICLE II.

Its principal place of business shall be at 1500 San Remo Avenue, Coral Gables, Florida 33146. The Corporation shall, however, have the right and power to transact business and to establish offices and agencies at such other places, both within and without the State of Florida, as its Directors may authorize and to so transact business and establish offices and agencies in foreign countries.

ARTICLE III.

The Corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV.

The total authorized capital stock of this Corporation shall be One Hundred Thousand (100,000) shares of Common Stock at ten cents (\$0.10) par value per share.

ARTICLE V.

The amount of paid-in capital with which this Corporation shall begin business is FIVE THOUSAND DOLLARS(\$5,000.00).

ARTICLE VI.

This Corporation shall have perpetual existence.

ARTICLE VII.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII.

The street address of its initial registered office and the name of its initial registered agent at such address is as follows:

Name of Registered Agent

JAMES P. ROWAN

Address of Registered Office

1500 San Remo Avenue
Coral Gables, Florida 33146

ARTICLE IX.

This Corporation shall have three (3) directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE X.

The names and street addresses of the first Board of Directors who shall serve as such until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE R. WACKENHUT CHAIRMAN	1500 San Remo Avenue Coral Gables, FL 33146
RICHARD R. WACKENHUT	1500 San Remo Avenue Coral Gables, FL 33146
GEORGE C. ZOLEY	1500 San Remo Avenue Coral Gables, FL 33146

ARTICLE XI.

The names and street address of the first officers of the Corporation, who shall serve as such until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE C. ZOLEY PRESIDENT	1500 San Remo Avenue Coral Gables, FL 33146
JAMES P. ROWAN SECRETARY	1500 San Remo Avenue Coral Gables, FL 33146
G. CALVIN HARRIS TREASURER	1500 San Remo Avenue Coral Gables, FL 33146
TIMOTHY J. HOWARD ASSISTANT SECRETARY	1500 San Remo Avenue Coral Gables, FL 33146
PAUL BROWNELL ASSISTANT TREASURER	1500 San Remo Avenue Coral Gables, FL 33146

ARTICLE XII.

The name and street address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
THE WACKENHUT CORPORATION	1500 San Remo Avenue Coral Gables, FL 33146

ARTICLE XIII.

The existence of this Corporation shall commence April 5, 1988, the same date as the subscription and acknowledgment of the Articles of Incorporation.

The undersigned, being the only subscriber and incorporator of the foregoing Corporation do hereby certify that the foregoing constitute the Articles of Incorporation of WACKENHUT CORRECTIONS CORPORATION, and do hereby declare and certify that the facts herein stated are true and correct.

THE WACKENHUT CORPORATION

By: *George R. Wackenhut* (SEAL)

GEORGE R. WACKENHUT
CHAIRMAN AND CHIEF
EXECUTIVE OFFICER

STATE OF FLORIDA)
) S.S.:
COUNTY OF DADE)

BEFORE ME this day personally appeared George R. Wackenhut to me known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said instrument for the purpose and reasons therein expressed.

WITNESS MY hand and official seal this 25th day of March, 1988.

Maria A. de Cespedes
Notary Public

MARIA A. de CESPEDES
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUGUST 27, 1988.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

FILED
MAR 13 - 5 11 10 32
TALLAHASSEE, FLA.

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for WACKENHUT CORRECTIONS CORPORATION, as named in the foregoing Articles of Incorporation.

JAMES P. ROWAN

BY:

A handwritten signature in dark ink, appearing to read 'J P Rowan', is written over a horizontal line.

James P. Rowan

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WACKENHUT CORRECTIONS CORPORATION**

FILED
1994 MAY 20 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the undersigned corporation (the "Corporation") are hereby amended and restated in their entirety as follows:

ARTICLE I.

The name of this Corporation shall be: WACKENHUT CORRECTIONS CORPORATION.

ARTICLE II.

The principal office and mailing address of the Corporation shall be at 1500 San Remo Avenue, Coral Gables, Florida 33146. The Corporation shall, however, have the right and power to transact business and to establish offices and agencies at such other places, both within and without the State of Florida, as its Directors may authorize and to so transact business and establish offices and agencies in foreign countries.

ARTICLE III.

The Corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV.

The total authorized capital stock of this Corporation shall be forty million (40,000,000) shares consisting of (i) thirty million (30,000,000) shares of Common Stock, par value one cent (\$0.01) per share (the "Common Stock"), and (ii) ten million (10,000,000) shares of preferred stock, par value one cent (\$0.01) per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock are as follows:

A. Provisions Relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers,

preferences, and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Corporation's Common Stock, as set forth in Section B of this Article IV, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution, adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

B. Provisions Relating to the Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock

shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

ARTICLE V.

This Corporation shall have perpetual existence.

ARTICLE VI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VII.

The street address of its registered office and the name of its registered agent at such address is as follows:

<u>Name of Registered Agent</u>	<u>Address of Registered Office</u>
James P. Rowan	Wackenhut Corrections Corporation 1500 San Remo Avenue Coral Gables, Florida 33146

ARTICLE VIII.

This Corporation shall have three (3) directors. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE IX.

Indemnification. This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of May 16, 1994.

WACKENHUT CORRECTIONS CORPORATION

By: 

George C. Coley, President
and Chief Executive Officer

[BIM.WACKENHUT-GENERAL]005
470-48830

**CERTIFICATE OF
PRESIDENT AND CHIEF EXECUTIVE OFFICER
OF WACKENHUT CORRECTIONS CORPORATION**

Wackenhut Corrections Corporation, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, that:

1. The name of the Corporation is Wackenhut Corrections Corporation.

2. The Corporation's Amended and Restated Articles of Incorporation are attached hereto (the "Restated Articles").

3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles, including such amendments, were unanimously adopted and approved by the Corporation's Board of Directors at a duly called meeting on April 20, 1994 and by the Company's sole shareholder by written consent (pursuant to §§ 607.0821 and 607.0704 of the Act) as of April 20, 1994.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of May 16, 1994.

WACKENHUT CORRECTIONS CORPORATION

By: _____


George C. Zoley, President
and Chief Executive Officer

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WACKENHUT CORRECTIONS CORPORATION**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the undersigned corporation (the "Corporation") are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of this Corporation shall be:

WACKENHUT CORRECTIONS CORPORATION.

ARTICLE II

The principal office and mailing address of the Corporation shall be at 4200 Wackenhut Dr., #100, Palm Beach Gardens, Florida 33410. The Corporation shall, however, have the right and power to transact business and to establish offices and agencies at such other places, both within and without the State of Florida, as its Directors may authorize and to so transact business and establish offices and agencies in foreign countries.

ARTICLE III

The Corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The total authorized capital stock of this Corporation shall be forty million (40,000,000) shares consisting of (i) thirty million (30,000,000) shares of Common Stock, par value one cent (\$0.01) per share (the "Common Stock"), and (ii) ten million (10,000,000) shares of preferred stock, par value one cent (\$0.01) per share (the "Preferred Stock").

The designation and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock are as follows:

A. Provisions Relating to the Preferred Stock.

1. **General.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences, and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Corporation's Common Stock, as set forth in Section B of this Article IV, authority is hereby expressly granted to and Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully effect the issuance and redemption of any such Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) Whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or

classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special right and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution, adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

B. Provisions Relating to the Common Stock

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

ARTICLE V.

This Corporation shall have perpetual existence.

ARTICLE VI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VII.

The street address of its registered office and the name of its registered agent at such address is as follows:

Name of Registered Agent

Timothy J. Howard

Address of Registered Agent

Wackenhut Corrections Corporation
4200 Wackenhut Dr., #100
Palm Beach Gardens, Florida 33410

ARTICLE VIII.

This Corporation shall have three (3) directors. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

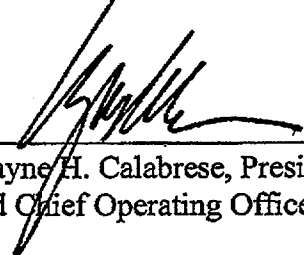
ARTICLE IX.

Indemnification. This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of May 8, 2000.

WACKENHUT CORRECTIONS CORPORATION

BY: _____


Wayne H. Calabrese, President
and Chief Operating Officer

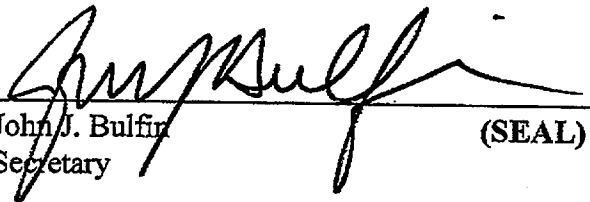
**CERTIFICATE OF SECRETARY
OF
WACKENHUT CORRECTIONS CORPORATION**

The undersigned hereby certifies that he is the duly elected, qualified and Secretary of Wackenhut Corrections Corporation, a Florida corporation (the "Company"), and that as such, he is familiar with the facts herein certified and is duly authorized to certify the same and does hereby certify:

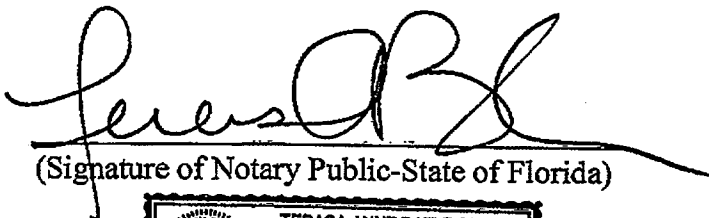
1. Attached hereto are true, correct and complete copy of the Amended and Restated Articles of Incorporation duly adopted as of the date indicated therein.

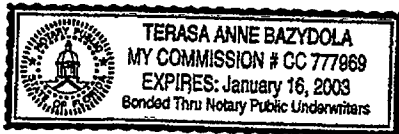
IN WITNESS WHEREOF, I hereunder subscribe my name as of May 8, 2000.

WACKENHUT CORRECTIONS CORPORATION
a Florida corporation

BY:  (SEAL)
John J. Bulfin
Secretary

Sworn to and subscribed before me personally
this 8th day of May, 2000


(Signature of Notary Public-State of Florida)



(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known (X) or Produced Identification ()

CERTIFICATE OF
PRESIDENT AND CHIEF OPERATING OFFICER
OF WACKENHUT CORRECTIONS CORPORATION

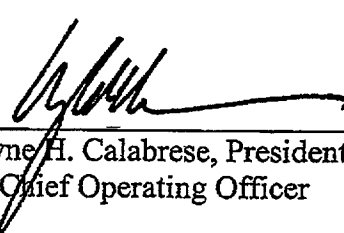
Wackenhut Corrections Corporation, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, that:

1. The name of the Corporation is Wackenhut Corrections Corporation.
2. The Corporation's Amended and Restated Articles of Incorporation are attached hereto (the "Restated Articles").
3. The Restated Articles by their own terms require shareholder approval, and the Restated Articles were unanimously adopted and approved by the Corporation's Board of Directors at a duly called meeting on February 17, 2000 and by the Company's shareholders at the May 4, 2000 Annual Shareholders Meeting.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of May 8, 2000.

WACKENHUT CORRECTIONS CORPORATION

By: _____


Wayne H. Calabrese, President
and Chief Operating Officer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
WACKENHUT CORRECTIONS CORPORATION**

The undersigned does hereby certify, on behalf of Wackenhut Corrections Corporation (the "Company"), that pursuant to the authority contained in the Company's Amended and Restated Articles of Incorporation (the "Articles of Incorporation"), and in accordance with the provisions of Section 607.0602(4) of the Florida Business Corporation Act (the "Act") and the unanimous written consent of the Board of Directors of the Company pursuant to Section 607.0821 of the Act adopting the resolutions providing for the creation of a series of preferred stock to be designated as "Series A Junior Participating Preferred Stock," which resolutions are effective without the approval of the Company's shareholders pursuant to §607.0602(4) of the Act, the Company's Articles of Incorporation are hereby amended to create such preferred stock having the preferences, limitations and relative rights as follows:

Section 1. Designation, Par Value and Amount. The shares of such series shall be designated as "Series A Junior Participating Preferred Stock" (the "Series A Preferred Stock"), the shares of Series A Preferred Stock shall have a par value of \$0.01 per share and the number of shares constituting the Series A Preferred Stock shall be 100,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Company convertible into Series A Preferred Stock.

Section 2. Dividends and Distributions.

(A) Subject to the rights of the holders of any shares of any series of preferred stock of the Company (the "Preferred Stock") (or any similar stock) ranking prior and superior to the shares of Series A Preferred Stock with respect to dividends, the holders of shares of Series A Preferred Stock, in preference to the holders of the common stock, par value \$0.01 per share, of the Company (the "Common Stock") and of any other stock of the Company ranking junior to the Series A Preferred Stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the last day of January, April, July and October in each year (each such date being referred to herein as a "Dividend Payment Date"), commencing on the first Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Preferred Stock (the "Issue Date"), in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$1.00 or (b) subject to the provision for adjustment hereinafter set forth, 1,000 times the aggregate per share amount of all cash dividends, and 1,000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of

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Common Stock, declared on the Common Stock since the immediately preceding Dividend Payment Date or, with respect to the first Dividend Payment Date, since the date of the first issuance of any share or fraction of a share of Series A Preferred Stock. In the event the Company shall at any time after the Issue Date declare and pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Company shall declare a dividend or distribution on the Series A Preferred Stock as provided in paragraph (A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Dividend Payment Date and the next subsequent Dividend Payment Date, a dividend of \$1.00 per share on the Series A Preferred Stock shall nevertheless be payable on such subsequent Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative, whether or not earned or declared, on outstanding shares of Series A Preferred Stock from the Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date for the first Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Preferred Stock entitled to receive a quarterly dividend and before such Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth and except as otherwise provided in the Articles of Incorporation or required by law, each share of Series A Preferred Stock shall entitle the holder thereof to 1,000 votes on all matters upon

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which the holders of the Common Stock of the Company are entitled to vote. In the event the Company shall at any time after the Issue Date declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein, in the Articles of Incorporation or in any other Articles of Amendment to the Articles of Incorporation creating a series of preferred stock or any similar stock, and except as otherwise required by law, the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Company having general voting rights shall vote together as one class on all matters submitted to a vote of shareholders of the Company.

(C) Except as set forth herein, or as otherwise provided by law, holders of Series A Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

(D) If, at the time of any annual meeting of shareholders for the election of directors, the equivalent of six quarterly dividends (whether or not consecutive) payable on any share or shares of Series A Preferred Stock are in default, the number of directors constituting the Board of Directors of the Company shall be increased by two. In addition to voting together with the holders of Common Stock for the election of other directors of the Company, the holders of record of the Series A Preferred Stock, voting separately as a class to the exclusion of the holders of Common Stock shall be entitled at said meeting of shareholders (and at each subsequent annual meeting of shareholders), unless all dividends in arrears on the Series A Preferred Stock have been paid or declared and set apart for payment prior thereto, to vote for the election of two directors of the Company, the holders of any Series A Preferred Stock being entitled to cast a number of votes per share of Series A Preferred Stock as is specified in paragraph (A) of this Section 3. Each such additional director shall serve until the next annual meeting of shareholders for the election of directors or until his successor shall be elected and shall qualify, or until his right to hold such office terminates pursuant to the provisions of this Section 3(D). Until the default in payments of all dividends which permitted the election of said directors shall cease to exist, any director who shall have been so elected pursuant to the provisions of this Section 3(D) may be removed at any time, without cause, only by the affirmative vote of the holders of the shares of Series A Preferred Stock at the time entitled to cast a majority of the votes entitled to be cast for the election of any such director at a special meeting of such holders called for that purpose, and any vacancy thereby created may be filled by the vote of such holders. If and when such default shall cease to exist, the holders of the Series A Preferred Stock shall be divested of the

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foregoing special voting rights, subject to revesting in the event of each and every subsequent like default in payments of dividends. Upon the termination of the foregoing special voting rights, the terms of office of all persons who may have been elected directors pursuant to said special voting rights shall forthwith terminate, and the number of directors constituting the Board of Directors shall be reduced by two. The voting rights granted by this Section 3(D) shall be in addition to any other voting rights granted to the holders of the Series A Preferred Stock in this Section 3.

Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not earned or declared, on shares of Series A Preferred Stock outstanding shall have been paid in full, the Company shall not:

(i) declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock;

(ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock, provided that the Company may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Company ranking junior (as to dividends and upon dissolution, liquidation or winding up) to the Series A Preferred Stock or rights, warrants or options to acquire such junior stock; or

(iv) redeem or purchase or otherwise acquire for consideration any shares of Series A Preferred Stock, or any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Company shall not permit any subsidiary of the Company to purchase or otherwise acquire for consideration any shares of stock of the Company unless the

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Company could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Required Shares. Any shares of Series A Preferred Stock purchased or otherwise acquired by the Company in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their retirement become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to any conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up. Subject to the rights of the holders of any shares of any series of Preferred Stock (or any similar stock) ranking prior and superior to the Series A Preferred Stock with respect to liquidation, dissolution or winding-up, upon any liquidation, dissolution or winding up of the Company, no distribution shall be made (A) to the holders of the Common Stock or of shares of any other stock of the Company ranking junior, upon liquidation, dissolution or winding up, to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$1,000 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not earned or declared, to the date of such payment, provided that the holders of shares of Series A Preferred Stock shall be entitled to receive an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 1,000 times the aggregate amount to be distributed per share to holders of shares of Common Stock, or (B) to the holders of shares of stock ranking on a parity upon liquidation, dissolution or winding up with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Preferred Stock liquidation preference and the liquidation preferences of all other classes and series of stock of the Company, if any, that rank on a parity with the Series A Preferred Stock in respect thereof, then the assets available for such distribution shall be distributed ratably to the holders of the Series A Preferred Stock and the holders of such parity shares in the proportion to their respective liquidation preferences. In the event the Company shall at any time after the Issue Date declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the aggregate amount to which holders of shares of Series A Preferred Stock were entitled immediately prior to such event under the proviso in clause (A) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Neither the merger or consolidation of the Company into or with another entity nor the merger or consolidation of any other entity into or with the Company (nor the sale of all or substantially all of the assets of the Company) shall be deemed to be a liquidation, dissolution, or winding up of the Company within the meaning of this Section 6.

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Section 7. Consolidation, Merger, etc. In case the Company shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are converted into, exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Preferred Stock shall at the same time be similarly converted into, exchanged for or changed into an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 1,000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is converted, exchanged or converted. In the event the Company shall at any time after the Issue Date declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the amount set forth in the preceding sentence with respect to the conversion, exchange or change of shares of Series A Preferred Stock shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. No Redemption. The shares of Series A Preferred Stock shall not be redeemable from any holder.

Section 9. Ranking. The Series A Preferred Stock shall rank junior to all other series of the Company's Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

Section 10. Amendment. The Articles of Incorporation of the Company shall not be further amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority or more of the outstanding shares of Series A Preferred Stock, voting separately as a class.

Section 11. Fractional Shares. Series A Preferred Stock may be issued in fractions of a share that shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred Stock.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
as of the 30th day of October, 2003.


John A. Bulfin, Senior Vice President and Secretary
Wackenhut Corrections Corporation

FAX AUDIT No. H03000324857

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
WACKENHUT CORRECTIONS CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), Article I of the Amended and Restated Articles of Incorporation of Wackenhut Corrections Corporation, a Florida corporation (the "Corporation"), is amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation shall be:

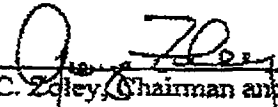
THE GEO GROUP, INC.

Except as provided for above, the Amended and Restated Articles of Incorporation of the Corporation, as previously amended to the date of this amendment, shall remain unchanged.

The foregoing amendment was duly adopted and approved by the directors of the Corporation in accordance with the FBCA at a duly convened meeting of the directors held on October 2, 2003. The foregoing amendment was duly adopted and approved by the shareholders of the Corporation in accordance with the FBCA at a duly convened meeting of the shareholders held on November 18, 2003.

The foregoing amendment shall be effective as of the date of filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment on behalf of the Corporation as of this 25th day of November, 2003.


George C. Zoley, Chairman and Chief Executive Officer

(M20234732)
FAX AUDIT No. H03000324857

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